

## **EXHIBIT D**

1 UNITED STATES DISTRICT COURT  
2 DISTRICT OF MASSACHSETTS

3 JOHN J. VAUGHN, GERALD A. )  
KALBFLEISCH, and MICHAEL and )  
4 MYRTLE HATHAWAY, )  
)  
5 Plaintiffs, )  
)  
6 vs. ) Civil Action  
)  
No. 04-10988-GAO  
7 PUTNAM INVESTMENT MANAGEMENT, )  
LLC, and PUTNAM RETAIL )  
8 MANAGEMENT LIMITED PARTNERSHIP, )  
)  
9 Defendants. )

10 DEPOSITION OF MICHAEL HATHAWAY, produced,  
11 sworn, and examined on FEBRUARY 12, 2007, between  
12 the hours of eight o'clock in the forenoon and  
13 six o'clock in the afternoon of that day, at the  
14 offices of Bryan Cave, LLP, One Metropolitan  
15 Square, 211 North Broadway, Suite 3600, St.  
16 Louis, Missouri 63102 before Tammie A. Heet, a  
17 Registered Professional Reporter, Certified  
18 Shorthand Reporter and Notary Public within and  
19 for the states of Illinois and Missouri, in a  
20 certain cause now pending in the United States  
21 District Court, District of Massachusetts, in re:  
22 JOHN J. VAUGHN, et al. vs. PUTNAM INVESTMENT  
23 MANAGEMENT, LLC, et al.; on behalf of the  
24 Defendant Putnam.

25

## APPEARANCES

2  
3 For the Plaintiffs:

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18 Also Present:

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20

21 Mrs. Myrtle Hathaway, Plaintiff

22 Reported By:

23 Tammie A. Heet, RPR, CSR (IL), CCR (MO)  
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IT IS HEREBY STIPULATED AND AGREED

2 by and between counsel for the Plaintiffs and  
3 counsel for the Defendants that this deposition  
4 may be taken in shorthand by Tammie A. Heet, RPR,  
5 CSR and Notary Public, and afterwards transcribed  
6 into printing, and signature by the witness  
7 expressly reserved.

8 \* \* \* \* \*  
9 MICHAEL HATHAWAY,  
10 of lawful age, produced, sworn, and examined on  
11 behalf of Defendant Putnam, deposes and says:

12 EXAMINATION

13 QUESTIONS BY MR. SIMSHAUSER:

14 Q. Mr. Hathaway, good morning. I'm  
15 Peter Simshauser. I'm an attorney for Putnam and  
16 I introduced myself to you out in the hallway.  
17 We'll be taking your deposition.

18 Before -- I understand you have not  
19 given a deposition before; is that correct, sir?

20 A. No.

21 Q. Do you understand that the  
22 testimony you're giving here today has the same  
23 force and effect as if you were testifying in  
24 court?

25 A. Yes.

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2 WITNESSES

3 All Witnesses: Page

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5 EXHIBITS

6  
7 1 January 2000 account statement 25  
8 2 Document, Bates Number HAT 003 and 004 43  
9  
10 3 Statement of account with Mr. Rogers' firm as of December 31, 2005 57  
11  
12 4 Signed document 72  
13  
14 5 Prospectus for Putnam Fund for Growth and Income 84  
15 Complaint and action filed in Circuit Court of Madison County, Illinois, Case No. 04-L-321 91  
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17 7 Document 95  
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1 Q. Is there any reason you're not  
2 prepared to give your best testimony today?  
3 A. No, there's no reason.  
4 Q. Are you taking any medication or do  
5 you have any medical condition that would impact  
6 your memory in any way?

7 A. No.

8 Q. Okay.

9 A. I don't think. Old age.

10 Q. How old are you, sir?

11 A. 76 -- 78 -- I'm 68.

12 Q. Okay. You're 68?

13 A. Yeah.

14 Q. Okay. Now, how did you get  
15 involved in this lawsuit?

16 A. How did I get involved in it?

17 Q. Yes, sir.

18 A. We bought stock from Putnam.

19 Q. Okay. And how did you get involved  
20 in the lawsuit?

21 A. Well, I'd seen that -- that it  
22 wasn't -- how did I get involved in the lawsuit?

23 Q. Yes, sir.

24 A. Well, I called, we called a -- a  
25 lawyer about one thing and -- and he give us that

2 (Pages 2 to 5)

1 there were unfair practices going on in that --  
2 in Putnam. And we checked into it a little more  
3 and that's whenever we decided that.  
4 **Q. Who -- who was the lawyer?**  
5 A. I don't remember who he was.  
6 **Q. Was he a lawyer in -- here in**  
7 **St. Louis?**  
8 A. No.  
9 **Q. Where was he?**  
10 A. In Boston, I think.  
11 **Q. And how did you get that lawyer's**  
12 **name?**  
13 A. I don't remember that either, how I  
14 got it.  
15 **Q. Did somebody give it to you?**  
16 A. Apparently they did because I don't  
17 remember where it -- how we come up with that  
18 name.  
19 **Q. Now, you said you called the lawyer**  
20 **about one thing. Was that thing related to**  
21 **Putnam?**  
22 A. It was -- it was something  
23 different.  
24 **Q. Something not related to Putnam?**  
25 A. Yes.

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1 **Q. And then what happened?**  
2 A. He --  
3 MR. GRADY: Don't tell him about  
4 the conversations that you actually had with that  
5 lawyer because that's privileged. But you can  
6 certainly tell him, if you remember, who it was  
7 and some of the other questions he's asking,  
8 that's fine.  
9 THE WITNESS: I really don't  
10 remember that lawyer's name.  
11 MR. GRADY: Okay.  
12 **Q. (BY MR. SIMSHAUSER) Now, you're**  
13 **sitting next to Mr. Grady, correct?**  
14 A. Uh-huh.  
15 **Q. You have to use words, sir.**  
16 A. Huh?  
17 **Q. You have to answer my questions**  
18 **with words.**  
19 MR. GRADY: She can't take down  
20 shaking of the head or uh-huh.  
21 THE WITNESS: Yes. I say yes.  
22 **Q. (BY MR. SIMSHAUSER) You're sitting**  
23 **next to Mr. Grady, correct?**  
24 A. Yes.  
25 **Q. Have you met with him before?**

1 A. Yes.  
2 **Q. When did you first meet Mr. Grady?**  
3 A. Yesterday.  
4 **Q. And there's another lawyer here in**  
5 **the room, Ms. Adler. Do you see her?**  
6 A. Yesterday. Met her yesterday.  
7 **Q. Okay. She's with a law firm called**  
8 **Robins, Kaplan. Have you heard of that law firm?**  
9 A. No.  
10 **Q. And Mr. -- Mr. Grady is with the**  
11 **law firm called Link, Sartory. Have you heard of**  
12 **that law firm?**  
13 A. No. Link, no.  
14 **Q. And the first time you ever met**  
15 **Mr. Grady was yesterday?**  
16 A. Yes.  
17 **Q. When did you first sue Putnam?**  
18 A. Oh, I think probably about four  
19 years ago or five. I'm not sure.  
20 **Q. And where -- where was that**  
21 **lawsuit?**  
22 A. Nothing became of it. This is it,  
23 I guess.  
24 **Q. Did you ever sue Putnam in Madison**  
25 **County, Illinois?**

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1 A. No.  
2 **Q. To your knowledge, the only time**  
3 **you ever sued Putnam is in Boston; is that**  
4 **correct?**  
5 A. As far as I know.  
6 **Q. Okay. And when -- when you spoke**  
7 **to the lawyer whose name you don't remember**  
8 **and -- and he -- he told you something, without**  
9 **going into the substance about it, about Putnam,**  
10 **correct?**  
11 A. Uh-huh.  
12 **Q. You have to use words, please.**  
13 A. Yes. Yeah.  
14 **Q. And at that time, is it true, sir,**  
15 **that you had not thought about suing Putnam? Is**  
16 **that true?**  
17 A. I'd thought about it because we  
18 was -- seen it in the paper where they was  
19 charging us more than what they was the other  
20 people for the work they'd done.  
21 **Q. And when you say they were charging**  
22 **you more, what do you mean?**  
23 A. Percentage wise, I guess.  
24 **Q. And percentage wise of what?**  
25 A. Of your shares, return on your

3 (Pages 6 to 9)